

Delaware

PAGE 1

The First State

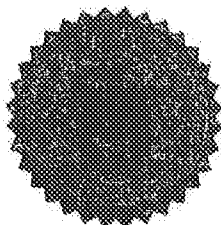
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"MTI MERGER CORP.", A DELAWARE CORPORATION,
WITH AND INTO "TRANSNEURONIX, INC." UNDER THE NAME OF
"MEDTRONIC TRANSNEURONIX, INC.", A CORPORATION ORGANIZED AND
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED
AND FILED IN THIS OFFICE THE FIRST DAY OF JULY, A.D. 2005, AT
1:22 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDER OF DEEDS.

3001042 8100M

050551111



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3995217

DATE: 07-01-05

**CERTIFICATE OF MERGER
OF
MTI MERGER CORP.
INTO
TRANSNEURONIX, INC.**

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST, That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Transneuronix, Inc.	Delaware
MTI Merger Corp.	Delaware

SECOND: That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of the State of Delaware.

THIRD: That the name of the surviving corporation of the merger is Transneuronix, Inc., which upon the merger will change its name to "Medtronic Transneuronix, Inc."

FOURTH: That the amended and restated certificate of incorporation of the surviving corporation shall, as a result of the merger, be amended and restated in its entirety to read as set forth on Exhibit A hereto.

FIFTH: That the executed Agreement and Plan of Merger is on file at an office of the surviving corporation c/o Medtronic, Inc., World Headquarters - MS LC300, 710 Medtronic Parkway, Minneapolis, MN 55432-5604

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:22 PM 07/01/2005
FILED 01:22 PM 07/01/2005
SRV 050551111 - 3001042 FILE

IN WITNESS WHEREOF, Transneuronix, Inc. has caused this Certificate of Merger to be executed by its officer(s) thereunto duly authorized.

TRANSNEURONIX, INC.

By: _____

David A. Jenkins

Its: President